FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response . . . 16.00

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

SEC USI	ONLY
Prefix	Serial
DATE RE	CEIVED
1 1	1

IINIFODM I	IMITED	OFFEDING	EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate	te change.)	
Common stock issuance incident to a merger	-	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6) ULOE	7.00
Type of Filing: New Filing Amendment	21-30	9382
A. BASIC IDENTIFICATION DATA		
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and name has changed, and indicate	change.) BEA Systems	, Inc.
Address of Executive Offices: (Number and Street, City, State, Zip Code)	Telephone Number ((Including Area Code)
2315 North First Street, San Jose, CA 95131	(408) 570-8000	
Address of Principal Business Operations: (Number and Street, City, State, Zip Code)	Telephone Number ((Including Area Code)
(if different from Executive Offices)		
Brief Description of Business: Software Sales		
Type of Business Organization		
	other (please specify):	
☐ business trust ☐ limited partnership, to be formed		02010294
Month Year		
Actual or Estimated Date of Incorporation or Organization: 0 1 9 5	Actual Estimate	ed
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrevi	ation for State: DE	
CN for Canada; FN for other foreign jurisdic	ction)	
GENERAL INSTRUCTIONS		

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied Parts A and B. Part E and the Appendix need not be filed with the SEC. FEB 0 1

Filing Fee: There is no federal filing fee.

State:

THOMSON

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state FINANCIAL that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid *OMB* control number.SEC 1972 (2-99)



	<u>.</u>	A. BASIC IDENTIF	ICATION DATA		
2. Enter the information requested	d for the follo	wing:			
 Each promoter of the issuer, in 	f the issuer has	s been organized within	n the past five years;		
 Each beneficial owner having securities of the issuer; 	g the power to	o vote or dispose, or d	lirect the vote or dispos	ition of, 10% or	more of a class of equity
• Each executive officer and and	director of co	rporate issuers and of	corporate general and	managing partn	ers of partnership issuers
Each general and managing p	partner of partn	nership issuers.			
Check Box(es) that Apply:	romoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indi Chuang, Alfred S.	vidual)				
	•	Street, City, State, Z	ip Code)		
2315 North First Street, San Jo			Mr. Com	₹ 7 ₽	
	Promoter [Beneficial Owner	Executive Officer	□ Director □ Director	General and/or Managing Partner
Full Name (Last name first, if indi Coleman III, William T.	vidual)				
Business or Residence Address 2315 North First Street, San Jo		Street, City, State, Z	ip Code)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if indi Gross, Stewart K.P.	vidual)				
Business or Residence Address 2315 North First Street, San Jo	•	Street, City, State, Z	ip Code)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if indi Bartz, Carol A.	vidual)				
Business or Residence Address	(Number and	Street, City, State, Z	ip Code)		
2315 North First Street, San Jo	se, CA 9513	1			
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if indi Janeway, William H.	vidual)				
Business or Residence Address 2315 North First Street, San Jo	•	Street, City, State, Z	ip Code)		
	Promoter [Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)				
Business or Residence Address	(Number and	l Street, City, State, Z	in Code)		***
2315 North First Street, San Jo	,	•	ip code;		

A. BASIC IDENTIFICATION DATA (continued) 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Joss, Robert L. Business or Residence Address (Number and Street, City, State, Zip Code) 2315 North First Street, San Jose, CA 95131 Check Box(es) that Apply: Promoter ⊠ Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) **FMR Corporation Business or Residence Address** (Number and Street, City, State, Zip Code) 82 Devonshire Street, Boston, MA 02109 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Klein, William M. Business or Residence Address (Number and Street, City, State, Zip Code) 2315 North First Street, San Jose, CA 95131 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Green, Matthew S. (Number and Street, City, State, Zip Code) Business or Residence Address 2315 North First Street, San Jose, CA 95131 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Cece, Sam Business or Residence Address (Number and Street, City, State, Zip Code) 2315 North First Street, San Jose, CA 95131 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Tod Neilsen Business or Residence Address (Number and Street, City, State, Zip Code) 2315 North First Street, San Jose, CA 95131 Check Box(es) that Apply: Promoter Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Ivan Koon Business or Residence Address (Number and Street, City, State, Zip Code) 2315 North First Street, San Jose, CA 95131

Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Mark Carges					
Business or Residence Addre 2315 North First Street, Sa		and Street, City, State, 2 5131	Zip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)			-	
Business or Residence Addre	ess (Number	and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number	and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number	and Street, City, State, 2	Cip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number	and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number	and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number	and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number	and Street, City, State, 2	Cip Code)		

					B. INF	ORMAT	ION ABO	UT OFFI	ERING				
													Yes No
1. Has	the issuer	sold, or o								-			🛛 🗆
					lso in App			_					
2. Wha	at is the m	iinimum ii	nvestment	that will l	be accepted	d from an	y individu	al?					\$ N/A
						1.0							Yes No
			-										⊠ ⊔
					erson who n of purcha							y commis-	
					nt of a bro						_	•	
												a broker	
or d	ealer, you	may set f	orth the ir	nformation	for that b	roker or d	lealer only	. NONE					
Full Na	me (Last 1	name first	, if individ	lual)			N/A						
Busines	s or Resid	lence Add	ress (Num	ber and S	treet, City	, State, Zi	p Code)		N/A				
Name o	f Associat	ted Broke	r or Deale	<u> </u>		N/A							
	111000014	210110		•									
States in	n Which F	Person Lis	ted Has So	olicited or	Intends to	Solicit P	urchasers						
													A 11 C4-4
(Ch	eck "All S	states" or	cneck indi	vidual Sta	ites)	••••••	••••••		•••••				All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]X	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]X	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last i	name first	, if individ	lual)		N/A							
Busines	s or Resid	lence Add	ress (Nun	ber and S	treet, City	, State, Zi	p Code)		N/A				
Name o	f Associa	ted Broke	r or Deale	r		N/A		-					
States in	n Which F	Person Lis	ted Has So	olicited or	Intends to	Solicit P	urchasers						
(Ch	eck "All S	States" or	check indi	vidual Sta	ates)								All States
-													Till Dialog
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	[50]	[00]	[111]	LIAI	[01]	[* *]	ر می	[****]	[,,,]	[,, , ,	[,, ,]	[r K]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Offering Price Sold Type of Security Debt Equity 12,803,858 12,803,858 Common Preferred Convertible Securities (including warrants) Partnership Interests..... Other (Specify) Total..... 12,803,858 12,803,858 Answer also in Appendix, Column 3, if filing under ULOE 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases of the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors 12,758,837 18 Non-accredited Investors 45,021 Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505..... N/A Regulation A N/A Rule 504..... N/A Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Excluded amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees **S** 10,000 Printing and Engraving Costs □\$ Legal Fees 139,000 **⋈**\$

149,000

Accounting Fees

Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) Finders' fees

Total

C. OFFERING PRICE, NUMBER C	OF INVESTORS, EXPENSES	AND USE O	PROCEEDS	<u> </u>
b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to Pa the "adjusted gross proceeds to the issuer."	rt C - Question 4.a. This differen	nce is		\$ 12,654 <u>,</u> 8
5. Indicate below the amount of the adjusted gross proceed used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate. 'equal the adjusted gross proceeds to the issuer set forth above.	any purpose is not known, furni The total of the payments listed	sh an must		
			Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		_	· · ·	\$
Purchase of real estate			 _	\$
Purchase, rental or leasing and installation of machin	ery and equipment	S		\$
Construction or leasing of plant buildings and faciliti		🗆 🕏		\$
Acquisition of other businesses (including the value offering that may be used in exchange for the assets pursuant to a merger)	or securities of another issuer	🗀 \$	i	
Repayment of indebtedness		🗆 s		\$
Working capital		S		S
Other (specify)		D \$	<u> </u>	□ s
		S		□ \$
Column Totals				S
Total Payments Listed (column totals added)			⊠ \$	12,654,858
D. FED	ERAL SIGNATURE		<u>.</u>	
The issuer has duly caused this notice to be signed by the under following signature constitutes an undertaking by the issuer to furnished by the issuer to any non-account of its staff, the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the issuer to any non-account of the information furnished by the information of the	ersigned duly authorized person arnish to the U.S. Securities and	Exchange Co	mmission, upo	n written request
Issuer (Print or Type) BEA Systems, Inc.	Signature		Date January 28	_, 2002
Name of Signer (Print or Type) Robert Donohue	Title of Signer (Print or Type) Sr. Vice President, General C		cretary	
	ATTENTION			
Intentional misstatements or omissions of facts co		olations. (See 18 U.S.	C. 1001.)

-				APPEN	DIX							
1		2	3		4 Disqu							
	to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)							
State	Yes	No		Number of Accredited Investors	Number of Accredited Number of Nonaccredited				No			
AL												
AK												
AZ												
AR												
CA	X		Common stock; \$98,662	2	\$91,562	1	\$7,100					
СО					*		-					
CT												
DE					,							
DC												
FL												
GA		X	Common stock; \$200,592	2	\$200,592	0	0					
HI												
ID												
İL												
IN												
IA												
KS						·						
KY												
LA												
ME												
MD												
MA												
MI					wasana.							
MN												
MS					:							
МО												
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•				APPE	NDIX					
1		2	3			4				
,								Disqualification under State ULOE		
	, ,	11	Type of security							
		l to sell ccredited	and aggregate		Time of i	nvector and		(if yes,	attacn	
		s in State	offering price offered in state		amount pur	nvestor and chased in State		explanation of waiver granted)		
		-Item 1)	(Part C-Item 1)		(Part C	C-Item 2)		(Part E-	Item 1)	
	((2 22 0 20022 2)	Number of	(= == -	Number of		(2 322 2		
				Accredited		Nonaccredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
MT										
NE										
NV										
NH				·						
ŊJ	Х		Common stock; \$25,976	0	0	1	\$25,976			
NM										
NY										
NC										
ND										
ОН										
ОК							<u> </u>			
OR										
PA										
RI			,							
SC										
SD										
TN										
TX										
UT										
VT						:				
VA			-							
WA	X		Common stock; \$12,478,628	13	\$12,466,683	1	\$11,945			
WV						**************************************				
WI										
WY										
PR										
L	L .	<u> </u>	L		L	11	L	L	<u> </u>	